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O'MELVENY & MYERS LLP

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TELEPHONE 703-287-2400 RECEIVED - FCC TORDOR HOZE ROZE

McLean, Virginia 22102 1650 Disons Boulevard

INTERNET: WWW.OIMILCOM EACSIMILE 703-287-2404

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Bureau/Office Federal Communication Commission

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BY HAND DELIVERY

September 11, 2002

Washington, D.C. 20554 445 12th Street, S.W. Federal Communications Commission Andrew S. Fishel, Managing Director.

with Application File No. 0001024985 Petition for Waiver and/or Deferral of Fees Associated PSA Airlines, Inc. Re:

Dear Sir/Madam:

in association with the above-referenced application. of the Commission's Rules. PSA Airlines respectfully requests that this waiver request be reviewed copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) On behalf of PSA Airlines, Inc. ("PSA Airlines"), we hereby submit an original and four (4)

questions arise concerning this submission. "Stamp and Return" and return it to us for our files. Please contact the undersigned should any It is respectfully requested that you stamp the receive date on the enclosed copy marked

Very truly yours,

late Per

for O'Melveny & Myers LLP Todd D. Rosenberg

Counsel to PSA Airlines, Inc.

Enclosure

John Chudovan, Wireless Telecommunications Bureau (via email) Jeffery Tobias, Wireless Telecommunications Bureau (via email) :00

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

In the Matter of

PSA AIRLINES, INC., DEBTOR-IN POSSESSION

Petition for Waiver of §1.1102 of the Cornmission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to \$1.3 of the Commission's Rules.

File No. 0001024985

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

PSA Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to \$1.1 117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). *See* Exhibit 1. The Application was necessitated by PSA Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above

I. THE BAVKRUPTCV

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August II, 2002.' A copy of the bankruptcy filing is attached as **Exhibit**2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 0001024985.

TCI:469163.1 2

See In re US Airways Group, Inc., et al., Debrors. Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation. et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection & Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter of Daniel R. Goodman, Receiver: Dr. Robert Chan, Petitionfor Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

TC1.469163.1 3

pay a total of one-hundred fifty dollars (S150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *proforma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media*, *supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under \$1.1117 of the Commission's Rules.

B. The Fee Deferral **Is In** The **Public** Interest

As revised effective as of the date hereof, \$1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under \$1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement *to* pay the application filing fees at the time of filing **as** required by \$1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in \$1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

* * *

TCI 469163.1 4

111. <u>Conclusion</u>

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application

Respectfully submitted,

By: **/AD&**

Todd D. Rosenberg Richard J. Dyer

Counsel to PSA Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite 1150 McLean, Virginia 22102

Telephone: (703) 91 8-2720 Facsimile: (703) 918-2704

TCI 469163 I 5

EXHIBIT 1

See attached application

FCC Print Preview

FCC 603

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Application for Assignments of Authorization
and Transfers of Control

Submitted
Submitted
Submitted
Submitted
Fille Number:
0001024985

1) Application Purpose Assignment of Authorization

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction

3a) Is this a proforma assignment of authorization or transfer of control? Yes

3b) If the answer to Item 3a is 'Yes' is this a notification of a proforma transaction being filed under the Commission's forbearance for telecommunications licenses? No

4) For assignment of authorization only is this a partition and/or disaggregation? No

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number 01 stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g. parents subsidiaries or commonly controlled entities) that are not included on form and lor which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and for which Commission approval is required? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Court Order
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is. Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN) 0004415857				
11) First Name (if individual)	MI:	Last Name	Suffix	
12) Entity Name (if not an individual) PSA Airlines. Inc				
13) Attention To Marshall Swaringen				
14) P O Box	And / Or	15) Street Address 5630 Univ	versity Parkway	
16) City Winston-Salem		17) Stale NC	18) Zip Code 27105	
19) Telephone Number (336)744-4938 20) FAX Number (336)744-6321			21	
21) E Mail Address Marshall_Swaringen@usa	21) E Mail Address Marshall_Swaringen@usairways.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

		<i>1</i> 1		II	
I 1	11	II .	il	ll.,	11 M
II	llAmerican Indian or Alaska	II .	Black or African-	Native Hawaiian or Other Pacific	11 11
1 1	Hamencan mulan di Alaska	lt .	plack of Africare	III TAME I I AWAII ALI OI OMIE I ACINC	17 11
• .	II	ir i	II.	r I	" "

Page 2 of 5

Race	Native	Asian	American	Islander	White:
Ethnicity:	IH SDANIC OF LIABING	Not Hispanic or Latino :			
Gender	Female	Male			

	15		
26) P O Box	And / Or	27) Street Address	
28) City		29) Slate	[30] Zip Code
31) Telephone Number		32) FAX Number	

36) P O Box	And / Or	37) Street Address	
38) C ty	11	39) State	40) Zip Code
41) Telephone Number		42) FAX Number	•

Assignee/Transferee Information

44) The Assignee is a(n): Corporali	on		
45) FCC Registration Number (FRN)			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than Individ	dual): PSA Airlines. Inc., De	ebtor-in-Possession	··
48) Name of Real Party in Interest:			49) TIN:
[51) P.O. Box:	And / Or	[52] Street Addres	
53) City: Winston-Salem		54) State: NC	55) Zip Code: 27105
58) E-Mail Address Marshall_Swar	ingen@usairways.com		

61) PO <i>Box</i>	And / Or	62) Street Address 1650 Tys	sons Boulevard, Suite 1150
63) City McLean		64) Stale VA	65) Zip Code 22102
66) Telephone Number (703)918-2720	67) FAX Number (703)918-2	704

Alien Ownership Questions

691 Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transleree an alien or the representative of an a lien?	
71) Is the Assignee or Transferee a corporation organized under the laws 01 any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-lifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	No
	\sqcap

rcc Phili Preview Page 3 of 5

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by No Commission? If 'Yes' attach exhibit explaining circumstances. 753 Has the Assignee or Transleree or any pany to this application, or any pany directly or indirectly controlling the Assignee or No or any Party to this application ever been Convicted of a felony by any state or federal count? It 'Yes', attach exhibit explaining 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transteree of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of No or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances. 77) Is the Assignee or Transferee or any party directly or indirectly controlling the Assignee lpha Transferee currently a party in any Nο matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances

IHSCO: I	American Indian or Alaska	Asian: Not Hispanic or	1	Native Hawaiian or Other Pacific	White:
Ethnicity:	Hispanic or Latino:	Lating:			
Gender:	Female:	Male:	-		

-- -

- 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for proforma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293(1998). 2) The Assignor or Transferor certifies thal all statements made in this application and in the exhibits, attachments. or in documents by reference are material, are part of this application, and are true, complete, correct. and made in good faith. 79) Typed or Printed Name of Pany Authorized to Sign First Name: Jennifer MI: C Suffix: Last Name: McGarey 80) Title: Secretary Signature: Jennifer C McGarey 81) Date: 09/10/02
- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United Slates because of the previous use of the same, whether by license or otherwise, and requests an
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee Io be In violation of any perfinent cross-ownership, attribution, or spectrum cap rule *
- If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the Outcome
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except forlor any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and In the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant Section 5301 of the Ant#-DrugAbuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance See Section 1 2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of party to the application-as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 with this appilcation. or (311s not required to file Form 602 under the Commission's rules.

FCC Print Preview rage 4 or 5

82) Typed or Printed Name of Party Authorized to	Sign
--	------

Frst Name Jennifer	MI: C	Last Name McGarey	Suffix
83) Title Secretary	-		
Sgnature Jennifer CMcGarey		84) Date 09/10/02	
WILLFUL FALSE STATEMENTS MADE ON THIS FO (U S Code Title 18, Section 1001) AND/OR REVOC 47, Section 312(a)(1)) AND/OR FORFEITURE (U S	CATION OF ANY	STATION LICENSE OR CONSTRUCTION PERM	J/OR ∕IIT(US Code.

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KD50481	AL				
WPBU367	AL				
WPFE818	AL				Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	3060 - 0800 See instruction	ons tor public

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Heter to applicable auction rules for method to determine required gross revenues and total assets information

ı,	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
- 17.	•	- · · · · · · · · · · · · · · · · · · ·		

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Far Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies Ihal they are eligible to obtain the licenses lor which they apply and that they comply with the definition of a Publicly Corporation as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre existing entity, if applicable.

For ii Claiming Eligibility as a ery Small Business, Very Small Business Consortium, Small Business, or as a Small

Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

Page 5 of 5

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Teiephone Company as set out in the applicable FCC rules and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control

4) Licensee Eligibility (fortransfers of control only)

As a result of Iransfer of control must the licensee now claim a larger or higher category of eligibility than was originally

If 'Yes' the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment Type	Date	Description	Contents
Other	109/ 10/07	Description of	0177866327742434584643101pdf
	09/10/02	Bankruptcy Petiition	0177866337742434584643101.pdf
Waiver	09/10/02	Waiver	0177866497742434584643101.pdf

EXHIBIT 1

DESCRIPTION OF TRANSACTION

PSA Airlines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application for *pro forma* assignment of the licenses issued to **PSA** Airlines ("Licensee") by the Federal Communications Commission ("Commission") (the "Application"). As described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission's Rules, which requires that *pro forma* applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy. **As** the Commission's Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application is timely filed.

US h a y s Group, Inc., ("Parent") filed a petition for relief under Chapter 11 of Title II of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002. With these filings, the legal status of each of Parent, Licensee, US Airways, Allegheny and Piedmont (collectively, the "Subsidiaries") was converted to "Debtor-in-Possession." The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations as commercial airlines.

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Lose No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Coun, Eastern District of Virginia. The entities that tiled bankruptcy documents that gave them Debtor-&-Possession status were (1)Parent, (2) Licensee, (3) US Airways. Inc. ("US Airways"), (4) Allegheny Airlines. Inc., ("Allegheny"). (5) Piedmont Airlines. Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC") None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Coun are attached to the Application.

The Applications are necessary under the Commission's Rules simply to reflect the pro forma change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing and thus, it is timely filed pursuant to Section 1.948(c)(2).

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees required in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application.

The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in rhis Exhibit I to the extent necessary.



FORM B1	United Stat	es Bankrup	tcy Court			Volumtowy Dotition
	Eastern	District of Vir	ginia			Voluntary Petition
Name of Debtor (if individual, ed US Airways Group, Inc.	nter Last, First, Middle):	Nam	e of Joint Debtor (Spouse) (Last, Firs	n Middle):
All Other Names used by the De (include married, maiden, and tra		·			by the Joint Debtor en, and trade name	in the last 6 years
USAir Group. Inc.						
Soc. Sec. Tax I.D. No. (if more t 54-1194634	han one, state all):		Soc.	Sec/Tax I.D. No.	(if more than one.	state all):
Street Address of Debior (No. & 2345 Crystal Drive Arlington, VA 22227	Street, City, State & Z	ip Code):	Stree	Address of Joint	Debior (No. & Str	eet, City, State & Zip Code):
County of Residence or of the Principal Place of Business	Arlington		I	nty of Residence o ripal Place of Bus		
Mailing Address of Debtor (if di	fferent from street addr	ess):	Mail	ing Address of Joi	nt Debtor (if differ	ent from street address):
Type of Debte	or (Check all boxes tha	t apply)				ptcy Code Under Which
□ Individual(s)	☐ Railro		0.0	thi napier 7	r Petition is Filed Chapter	· ·
☑ Corporation		broker		napier 7 napier 9	O Chapter	•
☐ Partnership ☐ Other	☐ Comn	nodity Broker		•	llary to foreign pro	
	f Debts (Check one bo	•)			Filing Fee (Chee	-k one box)
☐ Consumer/Non-Business	Busin		⊠ F	ıll Filing Fee attac		and any
Chapter 11 Small B ☐ Debtor is a small business as o ☐ Debtor is and elects to be cons 1121(e) (Optional)		101	M th	usi attach signed a e debtor is unable		
Statistical/Administrative Infor	mation (Estimates onl	y)*				THIS SPACE IS FOR COURTUSE ONE'
🛮 Debtor estimates that funds w						
Debtor estimates that, after an available for distribution to un		cluded and admin	istrative expense	es paid, there will	be no funds	
Estimated Number of Creditors	1-15		100-199	200-999 □	000-over	
Estimated Assets S0 to \$50,001 to \$100, \$50,000 \$100,000 \$500.		\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	550,000,001 to \$100 million	More than \$100 million	
Estimated Delts 50 to \$50.001 to \$100. \$50.000 \$100,000 \$500.		\$1,000.001 to \$10 million	\$10,000,001 to \$50 million	550,000,001 to \$100 million	More than \$100 million	

Voluntary Petition (This page must be completed	and filed in every case)	Name of Debior(s): FORM B1, Page US Airways Group, Inc.
Location Where Filed: None	Case Number	Date Filed
Pending Ban	akruptcy Case Filed by any Spouse, Partner.	or A filiate of this Debtor (If more than one, attachadditional sheet)
Name of Debtor See Annex A	Case Number	Date Filed
District:	Relationship	Judge:
I declare under penalty of perjurue and correct. [If petitioner is an individual webosen to file under chapter 7] 11, 12, or 13 of title 11. United each such chapter, and choose		ind 10Q) with the Securities and Exchange Commission pursuant to Section 3 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief inder chapter 11) Exhibit A is attached and made a pan of this petition
I request relief in accordance vispecified in this petition. Signature of Joint Debtor Telephone Number (if not records)	with the chapter of title 11. United States Code	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) the attorney for the petitioner named in the faregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7. II 2. or 13 of title 11. United States Code, and have explained the relief available under each such chapter.
		Signature of Attorney for Debtor(s) Date
Signature of Debtor Date		Exhibit C Does the debtor own or have possession of any property that poses or is lieged to pose a threat of imminent and identifiable harm to public health or afety? Yes, and Exhibit C is attached and made a pun of this petition.
Signature of Altorney s John Wm. Builer, F. Signature of Airomey for Debior(s) John Wm. Butler, Jr. John K. Lyons	Signature of Attorney 75' Lawrence E. Rifken Signature of Attorney for Debtor(s) Lawrence E. Rifken (VSB No. 29037) Printed Name of Attorney for Debtor(s)	Signature of Non-Attorney Petition Preparer certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 hat I prepared this document for compensation, and that Thave provided the lebtor with a copy of this document.
Printed Name of Attorney for Debtorts) Skadden, Arps. Slate. Meagher & Florn (Illinois)	McGuireWoods LLP	Printed Name of Bankruptcy Petition Preparer
Firm Name 333 West Wacker Drive Chicago, II, 60606	Firm Name 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102-4215 Address	Social Security Number —
Address 312) 407-0700 Felephone Number	(703) 712-5000 Telephone Number	Address
August 11, 2002	August 11, 2002 Date	Names and Social Security numbers of all other individuals who prepared c assisted in preparing this document
I declare under penalty of perjurue and correct, and that I have	Debtor (Corporation/Partnership) up that the information provided in this petition be been authorized to file this petition is true—a uthorized to file this petition on behalf of the	
	cordance with the chapter of title 11, United etition.	Signature of Bankruptcy Preparer
Signature of Authorized Ind	lividual	Date
David N. Siegel Printed Name of Authorized Authorized Signatory, US Title of Authorized Individual		A bankruptcy petition preparer's failure in comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C § 110-18 U.S.C § 1256

August 11, 2002 Date

Annex A - , Affiliate Debtors

On the dare hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Coun for the Eastern District of Virginia:

- I. US Airways Group. Inc.
- US Airways. Inc.
- 3. Allegheny Airlines, Inc.
- 4. **PSA** Airlines. Jnc.
- 5. Piedmont Airlines, Inc.
- 6. MidAtlantic Airways, Inc.
- 7. US Airways Leasing and Sales, Inc
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT **OF** VIRGINIA 4LEXANDRIA DIVISION

In re

Chapter II

US Airways Group. Inc

Case No. 02-

Exhibit "A" to Voluntary Petition

- The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.
- The following unaudited financial daw is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	\$ <u>7,807,000,000</u>
b	Total debts (including debts listed in 2 c., below)	\$ <u>7,830,000,000</u>
c	Debt securities held by more than 500 holders	0
d	Number of shares of preferred stock	o issued and outstanding 8,000,000 ¹ authorized
С	Number of shares common stock:	68.133,000 ² issued and outstanding 150.000,000 authorized

3. Brief description of Debtor's business

The Company's primary business activity is the ownership of he common stock of US Airways. Inc. ("USAI"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail

Comprised of 5.000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

At April 30, 2002.

List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor

Aon Fiduciary Counselors, Inc. 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

	· x	
In re:		
	:	Chapter 11
US Airways Group, Inc	:	
	;	Case No. 02
Debtor. :		

CONSOLIDATED LIST OF CR EDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that his list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

The list ic prepared in accordance with Fed R Bankr P 1007(d) for filing in these chapter II cases. The list does not include (I) persons who come within the definition of "insider" set forth in II U.S.C. § 101 or (2) secured creditors, unless he value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims ²

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

L				J		Γ
	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax	Nature of Claim	אם ב	Amount of Claim	
-	I. P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION	Phone: (412) 291-2080	Unsecured Facilines	i)	000'01'1'2 5	000
	() onglav Wilson	Fax: (412) 751-9301	Lown			
	One Oxford Centre					
	301 Grant Street, Suite 1100 Pritsburgh, PA 15219 USA					
rı	2	Phone: (302) 636-6197	Trade -Aircraft Deferred	U	\$ 40.089.085	. a 8 5
	Robert P. Hines, Jr.	Fax: (302) 636-4140	2 III 3 III 3 II 3 II 3 II 3 II 3 II 3	2 (
	Thanka Services Offices, Corporate Trast Rodrey Square Von			-		
	Wilmingran, DE 19890 USA					
~	ELECTRONIC DATA SYSTEMS CORPORATION	Phone: (972) 747-4069	Trade -Contractual	J	\$ 46,909,431	Ę
	Doug Frederick President, Operation Solutions	Fax: (972) 605-4555		Q		
	3400 Legary Drive Mail Drop H)-5C-47					
.7	STATE STREET BANK AND TRUST CO.	Phone: (617) 662-1754	Trade - Ancrafi Deferred	U	\$ 36,114.451	151
	E. Decker Adams	Fax: (617) 662-1456	Payme nts	n		-
	Vice President Global Invesion Services Group			e		•
	Corporate Frust, P.D. Box 778 Boston, MA 02102 USA					
S	FIRST UNION NATIONAL BANK	Phone: (704) 715-3021	Trade -Aircraft Deferred	ر .	5 16,285,791	161
	Robert L. Bice , Is	Fax: (704) 374-6682	,	50		_
	Corporate Trust Department			,		
	401 South Tryon Street Charlote, NC 28288 U.SA					
æ	GENERAL ELECTRIC CAPITAL CORP.	Phune: (203) 316-7560	Trade - Aircraft Deferred Payne bis	٥	\$ 12,	
	Ron Wainshall GD Cannal Assuran Services Structured Funance	Fax: (203) 961-6906		٦		_
	201 High Ridge Road Commission CT notated			C	_	1
	Stantiota, C. 533			,		
					ŀ	Ţ
r	AIRLEASE	Phone: (415) 765-1848	Trade - Ronum Claims	ن ا	5 5.814,634	634
	Jad Mansour	Fax: (415) 765-1817		Ω		
	555 California Sweet					
۰	San Francisieco, CA 94104 USA	Dh.ma. (317, 277, 5350	Teache, A transit	ź	70 H 7 H 7 H 7 H 7 H 7 H 7 H 7 H 7 H 7 H	5
	Edward Moeller	Fax: (412) 472-5725	Authornty			
	1000 Arrouri Blvd.					
	Prinsburgh, PA 13231 USA					
2	CITY OF PULLABELPHIA	Phone: (215) 937-5480	Trade - A trport Authority	S.Z	\$ 3,167,485	485
	Cestle Turner Philodelphio International Arport	Fax: (215) 937-5480	,			<u>_</u>
₽	Philadephia, PA 19153 USA CITY OF CHARLOTTE AIRPORT	Phone: (704) 359-4023	Trade - A irpori	V/N	\$ 2,566.909	60
	Carrie Blackwell	Fax: (704) 359-4950	Authority	_		
	. 5501 R.c. Josh Birmingham Parkway					
	Charlong, NC 28219 USA					
				1		٦

<u></u>	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax	Nature of Gaim	S D C	Antount of Claim
Ξ	LSG SKY CHEFS	Phone: (817) 792-2303	Trade - Food Service	< Z.	S 2.542.877
	Mike Mesku 524 E Lamar Blod	Fax: (817) 742-2160			
	Aringma, TX 76011 CSA				
2	DEBIS	Phone: (954) 760 7777	Track - Return Clums	i,	\$ 1.830.017
	fim Bergin	Fax: (954) 760 7716		٥	
	JOD Ne Third Ave Suite 800				
	Fr. Landerdile, FL 33301 USA BOFING COMMERCIA, AIRPLANES	Phone 1206: 655, 1131	Trada A residi	2	r 11 707 11 3
<u>.</u>		1011.000 (004) (004)	Paris/Maintenance	 - -	
	Vennikr Bergama 635 Park Ave. N.	Fax: (425) 235-3830			
	Mail Code Mis & Uj Ann Castur & & Cf Region Wa Mis & Cf				
=	12	Phone: (410) 280-5568	Trade (Cargo Handling	< Ž	5 1.269.841
	Jenny W bite 1819 Bay Ridge Ave	Fax: (410) 263-8208			
	Annapolis, MD 21463 USA				
<u>v</u>	BOEING CAPITAL	Phone: (425) 393-0970	Trade -Aircraft Deferred	Ü	000.060.1 \$
	Scott Nicholson	Fax: (425) 393-2904	7 4) 110 113	20	
	500 Naches Ave Switter			<u> </u>	
	AKERTON, WA 98055 USA				
91	INTERBORO SCHOOL DISTRICT	Phone: (610)461-6700	Trade -A irport Authority	< Z	5 1.058,793
	Pamela Powell Philadelah ia Internationa Airport Terminal E	Fax. (610) 461-6700			
	Phiadephia PA 19153 USA				
_	FAIRCHILD DORNIER (NA)	Phone: (210) 804-7719	Trade - Aincraft Parts/Maintenance	Υ 'X	5 907,030
	Ed Meikor 1082): North East Entrance	Fax: (210) 824-3021			
z	CHARLES E SMITH COMMERCIAL REÁLTY	Phone: (703)769-1254	Trade -Real Estate Services	V/N	\$ 893,342
	Vicki Lauren 2345 Crystal Drive	Fax: (703)769-1190			
	Artington, VA 22202 USA				
41		Phone (650)821-2843	Trade - Airport Authority	ĸ Ž	\$ 841.464
	Jess Balugeas San Fransiscu International Airport 6Th Floor Rin 644	Fax: (650)821-2846		·	
Ţ	San Fransace, CA 94128 USA			_	
07	•	Phone: 353 61 706392	Trade - Rorum Claims	ر ـ	\$ 798,968
	From Rache Aviation House	Fax: 353 86 8166392		۵	
	Shannon Co-Claire. Incland		_		

	Something Address	Creditor's Phone and Fax	nie O Joanne) <u> </u>	Amountrof
-	Matter heart Heart		Trade - Medical &	7	5 7777196
7			Denial		
	Rory Daty	Fax: (813)854,5359			
	LIJOS NE(WOLK Flace				
	V 314				
٠. اع	THE ROYAL BANK OF SCOTLAND	Phone 020 7648 3814	Trade -Airciati Deferred	J	\$ 753.908
		40 TA 5 TAT 020 - 2-5	Payme nis		
	Francis Curey Manager - Syndicated Loans Agency			, c	
	135 Bish opsgare				
	3 In Floor Landon EC2 M 3U R Great Britain				
~;	HONEYWELL INTERNATIONAL INC	Phone (913)7(2-0400	Trade - Aurorali Pans/Maintenance	< 2	S 687.411
	Lori Hübeger	Fax: (013)712-5867			
	875 W Elliot Rd				
	Sie 106				
	Temps, A2 85284 USA				
24	HAMILTON SUNDSTRAND	Phone (815)304.2945	Trade - Aircraft Parts/Maintenance	< 2	0.8.0
	Steven Gabscheid	Fax: (815)394-3558			
	4347 Harrison Ave.				
	V 31 3 4 1 7 2 1 7 3 1 7				
2.5	ROCKWELL COLLINS	Phone: (319)295-3293	Trade -A ircraft	V/N	\$ 585,646
		C 0 0 1 2 1 0 1 2 1 0 1 2 1 1 1 0 0 1	Paris/Maintenance		
	Brian J. Seeder 400 Collins Rd. Ne			-	
	Cedat Rapids, IA 32448 USA				i
97	HIGHW OODS FORSYTH LID PARINERSHIP	Phone: (336)631-9000	Trade - A ircraft Paris/Maintenance	K Ž	912,140
	Allison Saucy	Fax: (336)725-1969			
	380 Knottwood Street Sie 430				
	NII TOTEC IN COLUMN NICO TOTAL				
2.7	TOWERS PERRIN	Phone: (416)960-2700	Trade -O ther	< Z	8+8'195 \$
	Morte Demonstra	Fax: (416)960-2819	FTDIESSIONAL		
	1300 Market Street				
[:	Philadephia, PA 19102-4790 USA	Phone: (407)825-2017	Trade - A irport Authorny		\$ 548.574
	Parti Eversi Che Airnort Bivd	Fax: (407)825-2259			
	Orlando, FL. 32827 USA			_	
62	HILLSBOROUGH COUNTY AVIATION AUTHORITY	Phone (813)870-8700	Trade - A irport Authority	ć Ž	5 502,340
	Ginny Brewer	Fax. (81))875-6670			
	Tamp a International Airport 3Rd Level				
	VOID EUZAG 100 E				
30	Lampa, L. Szevi GOODRICH FAIRHOPE SERVICE	Phone: (2511952-3377	Trade - Aircrafi Paris/Maintenance	V/X	5 404,727
	Tammy Simmons	Fan (251)952-3376			
	1300 West Ave. Alabama Service Center				
	Goodrich Aerostructures Grp				
		_	-		

^[1] For the purposes of this bal, the Debtons have not analyzed whether claims on behalf of aircraft lessurs or aircraft financiers are secured or unsecured or, if secured.what pornon.illany of the bial chim is an unsecured deficiency eligin. Nothing here in shall constitute any admission or any way waive or finitite Debbors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Gruup. Inc., declare under penalty of perjury that Thave	read
the above list and that it is true and correct as of the date listed. Io the best of my knouledge, information and b	elief

Date: August 11, 2002 Signature: /s/ David N. Siegel

Authorized Signatory US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

US Airways Group, Inc		Care No. <u>02</u> -	
		Chapter_II	
	Debtor(s)		
	Declaration of I	Divisional Venue	
he debtor's domicile, residen- receding the filing of the ban	ce, principal place of business or p kruptcy petition in the indicated ci	rincipal assets were located for ty or county [check one box on	the greater part of the 180 day
LEXANDRIA DIVISION	RICHMOND DIVISION	NORFOLK DIVISION	Newport News Divisio
Cities:	Cities:	Cities:	Cities:
☐ Alexandria-510	☐ Richmond (city)-760	□ Norfolk-710	□ Newport News-700
Fairlax-600	Colonial Heights-570	☐ Cape Charles-535	☐ Hampton-650
Falls Church-610	☐ Emporia-595	3 Chesapeake-550	Poquoion-735
Manasas-683	Fredericksburg-630	Franklin-620	☐ Williamsburg-830
Manassas Park-685	☐ Hopewell-670	☐ Portsmouth-740	Countics:
Counties:	☐ Petersburg-730	☐ Suffolk-800	☐ Gloucester-073
■ Arlington-013	Counrics:	3 Virginia Beach-810	James City-095
🗅 Fairfax-059	7 Amelia-007	Counties:	☐ Mathews-115
i Fauquier-061	Brunswick-025	Accomack-001	York-199
Loudoun-107	Caroline-033	☐ Isle of Wighr-093	
Prince William-153	3 Charles City-036	☐ Northampton-I31	
→ Stafford-179	☐ Chesterfield-041	☐ Southampton-175	
	Dinwiddie-053		
	7 Essex-057		
	Goochland-075		
	3 Greensville-081		
	☐ Hanover-085 ☐ Henrico-087		
	☐ King and Queen-097		
	☐ King George-099		
	☐ King William-101		
	Langaster-103		
	Lunenburg-111		
	7 Mecklenburg-117		
	☐ Middlesex-119		
	☐ New Kent-127		
	7 Northumberland-133		
	■ Nottoway-135	Date: August 11.2	002
	☐ Powhatan-145		
	Prince Edward-147		
	7 Prince George-149		
	Richmond(county)-159		
	□ Spotsylvania-177	Signature of Attorne	ey or Pro Se Debtor
	☐ Surry-181	-	
	☐ Sussex-183		
	☐ Westmoreland-193		
There is a bankruptcy of	ease concerning debtor's affiliat	c Signature of Joint D	ebtor (if case is a joint
	nership pending in this Division		-

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Lnc. (the "Corporation" a Delaware corporation, DO HEREBY CERTLFY, that attached hereto is a 1 e and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10,2002. at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

1 have hereunto set my hand this 1 Ith day of August 2002

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP, INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and arc now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be tiled by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be. and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to he filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine:

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, bc, and hereby are, crnployed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Sccuritics LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that the law firm, McGuireWoods LLP be. and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is. employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further actionand to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine:

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and *to* execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings. and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations herctofore conferred upon the Authorized Signatories of the Corporation. each of the Authorized Signatories of the Corporation be. and they hereby are, authorized and directed to take α cause to be taken all such further actions. to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc

PSA Airlines, Inc.

Picdmont Airlines. Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc

Material Services Company. Inc.

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

In the Matter of

PS.4 AIRLINES, INC., DEBTOR-IN POSSESSION

Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to §1.30f the Commission's Rules.

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

PSA Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of 51.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). *See* Exhibit 1. The Application was necessitated by PSA Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002. A copy of the bankruptcy filing is attached as **Exhibit**2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number

Inc ("MSC") None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United Stales Bankruptcy Court are atiached to the Application.

2

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[&]quot;See In re US Airways Group, Inc., et al., Debtors, Chapter II Case No. 02-83984-91(SSM), Hon. Stephen S. Mitchell, Jointly Administered, United Stares Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent. (2) Licensee. (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5) Picdrnont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc ("UALS") and (8) Material Services Company, Inc. ("MSSC"). Name of MidAtlantic UALS on MSC hald any ECC licensee. The reference of filipse in the United

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation, et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999). ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music. Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). **As** set forth above, Licensee has tiled for Chapter 11 bankruptcy and has been awarded Debtor-m-Possession status. In the absence of a waiver, the parties will be required to

TC1:469163.1 3

pay a total of one-hundred fifty dollars (\$150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *pro forma* transaction does mt entail any real changes in control of the Licensee. **As** stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media*, *supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under \$1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. See also, WAIT Radio v. FCC, 418 F.2d 1153 (D.C. Cir. 1969), cert. denied, 409 U.S. 1027 (1972).

* * * *

TC1:469163 T 4

111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission

grant this pehtion for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the

Commission's Rules in connection with the Application

Respectfully submitted

|--|

Todd D. Rosenberg Richard J. Dyer

Counsel to **PSA** Airlines, Inc., Debtor-In-Possession

Dated: September II, 2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite 1 150 McLean, Virginia 22102

Telephone: (703) 918-2720 Facsimile: (703) 918-2704

TCI 469163 I 5

EXHIBIT 1

See attached application.

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

See attached bankruptcy petition.



FORM BI		es Bankruj District of V		ourt			Voluntary Petition
.I 	L'ASTET II	District of v	irgiiia	_			<u></u>
Name of Debtor (if individual, enter Le US Airways Group, Inc.	ist, First, Middle):		Name	of Joint Debtor	Spouse) (Last, Firs	t Middle):
All Other Names used by the Debtor in (include married, maiden, and trade na						by the Joint Debtor en, and trade names	
USAir Group, Inc.							
Soc. Sec./Tax LD. No. (if more than or 54-1194634	ic, state all):			Soc. S	Sec./Tax I.D. No.	(if more than one, s	State all):
Street Address of Debtor (No. & Street 2345 Crystal Drive Artington, VA 22227	, City, State & Z	ip Code):		Street	Address of Joint	Debtor (No. & Stro	eet. City, State & Zip Code):
County of Residence or of the Principal Place of Business Arlin	gton				y of Residence o pal Place of Bus		
Mailing Address of Debtor (if different	from street addr	ress):		Mailir	ng Address of Joi	nt Debtor (if differe	ent from street address):
Location of Principal Assets of Busines (if different from street address above):	s Debtor			<u> </u>			
Venue (Check any applicable box) ☑ Debtor has been domiciled or has ha this petition or for a longer part of so ☐ There is a barkruptcy case concerning Type of Debtor (Che	ich 180 days tha ng debtor's affili eck all boxes tha	n inany other Dis ate, general panto t apply)	trict		ending in this Di	strict. Section of Bankru	ptcy Code Under Which
☐ Individual(s) ☑ Corporation ☐ Partnership ☐ Other		oad broker nodity Broker		□ Cha □ Cha □ Sec	ipter 7 ipter 9	e Petition is Filed (Magnetic Chapter 1 Chapter 1	1
Nature of Debi	s (Check one bo	r)				Filing Fee (Chec	k one box)
☐ Consumer/Non-Business	⊠ Busin			🔯 Full	Filing Fee attac	• ,	,
Chapter 11 Small Busines Debtor is a small business as defined Debtor is and elects to be considered 1121(e) (Optional)	in 11 U.S.C. § 1	01	\$	Mu: the	st attach signed a debtor is unable		oplicable to individuals only.) oun's consideration certifying that installments.
Statistical/Administrative Informatio Debtor estimates that funds will be a			red credite	ors.			THIS SPACE IS FOR COURTUSE ONLY
Debtor estimates that, after any exem available for distribution to unsecure		cluded and admi	nistrative o	expenses	paid, there will b	oe no funds	
Estimated Number of Creditors	1-15	6-49	ŧc	10-199	200-999	1000-over	
Estimated Assets \$0.00	S500.001 to S1 million	\$1,000.001 to \$10 million	\$10,000,0 \$50 millio		\$50,000,001 to \$100 million	More than \$100 million	
Estimated Delts \$0 to \$\$0.001 to \$\$100.001 to \$\$50.000 \$\$100.000 \$\$500.000 \$\$ \[\begin{array}{cccccccccccccccccccccccccccccccccccc	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000.0 \$50 millio		01 100.000.022 nothin 0012	More than \$100 million	

Voluntary Petition (This page must be completed and filed	in every case)		ne of Debtor(s): FORM B Airways Group, Inc.	1. Page 2
Prio	r Bankruptcy Case Filed Within L.	ast 6 Y	cars (If more than one, attachadditional sheet)	
Location Where Filed: None	Case Number:		Date Filed:	
Pending Bankruptey	Case Filed by any Spouse, Partner	or A	filiate of this Debtor (If more than one, attachadditional sheet)	
Name of Debtor: See Annex A	Case Number:		Date Filed:	
District:	Relationship:		Judge:	
	!	Signa	tures	
Signature(s) of Debte I declare under penalty of perjury that it true and correct. [If petitioner is an individual whose deb chosen to file under chapter 7] I am awa 11, 12, or 13 of title 11. United States C cach such chapter, and choose to procee I request relief in accordance with the c	ots are primarily consumer debts and the stand of the sta	has 7, inder	Exhibit A (To be completed if debtor is required to file periodic reports (e.g., for and 10Q) with the Securities and Exchange Commission pursuant to S: 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting runder chapter i 1) (X) Exhibit A is attached and made a part of this petition	ection
specified in this petition. X Signature of Joint Debtor Telephone Number (if not represente	<u> </u>	e. _	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) If the attorney for the petitioner named in the foregoing petition, declar have informed the petitioner that [he or she] may proceed under chapted 12, or 13 of title 11, United States Code, and have explained the relief able under each such chapter.	r 7. II,
rerephone Number (II no represente	o by anomey)		Signature of Attorney for Debtor(s) Date	
Signature of Debtor Date		_	Exhibit C Does the debtor own or have possession alary property that poses or a alleged to pose a threat of imminent and identifiable ham to public he safety? Yes, and Exhibit C is attached and made a pan of this petition. No	
Signature of Attorney s' John Wm. Butler. E. rignature of Attorney for Debior(s) ohn Wm. Butler. Jr. ohn K. Lyons.	Signature of Afforney 25/ Lawrence E. Rifken Signature of Afformey for Debror(s) Lawrence E. Rifken (VSB No. 29037) Printed Name of Attorney for Debror(s)		Signature of Non-Attorney Petition Preparer Lecrtify that Tam a bankruptcy petition preparer as defined in 11 U.S.C that I prepared this document for compensation, and that I have provide debtor with a copy of this document	
rinted Name of Attorney for Debior(s) kadden, Arps, Slate, 4eagher & Florn (Illinois)	McGuireWoods LLP Firm Name		Printed Name of Bankruptcy Petition Preparer	
irm Name 33 West Wacker Drive hicago, 1L 60606 ddress	1750 Tysons Boulevard, Suite 1800 <u>McLeon, VA, 22102-4215</u> Address	_	Social Security Number	
312) 407-0700 elephone Number	(703) 712-5000 Telephone Number August 11, 2002		Address Names and Social Security numbers of all other individuals who pro	parcd or
agust 11, 2002 Pare	Date		assisted in preparing this document	
declare under penalty of perjuty that the rue and correct, and that I have been au- orrect, and that I have been authorized to ebfor.	thorized to file this petition is true a o file this petition on behalf of the	n is nd	If more than one person prepared this documents, attach additional sconforming to the appropriate official form for each person.	heets
he debtor requests relief in accordance tates Code, specified in this petition. /s/ David N. Siegel	with the chapter of title 11, United		Signature of Bankruptcy Preparer	
Signature of Authorized Individual David N. Siegel Printed Name of Authorized Individu Authorized Signatory, US Airways (Title of Authorized Individual August 11, 2002 Date		- -	Date A bankruptcy petition preparer's failure to comply with the provision title. If and the Federal Rules of Bankruptcy Procedure may result in or imprisonment or both. ITU.S C § 110; 18 U.S C § 1256.	

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

- 1. US Airways Group. Inc.
- US Airways, Inc.
- 3. Allegheny Airlmes, Inc.
- 4. PSA Airlines. Inc.
- 5. Piedmont Airlines, Inc.
- 6. MidAtlantic Airways, Inc.
- 7. US Airways Leasing and Sales, Inc
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALLX4NDRIA DIVISION

Inre			
			Chapter 11
US An	rways G	roup. In c.,	Case No 02
		Debtor.	Case NO 02
		-X	
		Exhibit "A" lo Voluntary Pe	etition
1.		Debtor's common stock is registered under section 1?- Debtor's SEC file number 181-8444.	of the Securities Exchange Act of 1934.
-		ollowing unaudited financial data is derived from rhowhich arcunaudited. The Debtor dues not certify as	
	a .	Total assets	\$7.807.000,000
	h	Total debts (including dohn listed in 2 c., below)	S <u>7.830.000.000</u>
	С	Debt securities held by more than 500 holders	0
	d	Number of shares of preferred stock	0 issued and outstanding 8,000,000 ¹ authorized
	е	Number of shares common slock	68.133.000 ² issued and outstanding 150.000.000 authorized
3.	Brief	description of Debtor's business:	
			

The Company's primary business activity 15 the ownership of the common stock of US Airways, Inc. ("USA I") Allegheny Airlines. Inc., Piedmont Airlines. Inc., PSA Airlines, Inc., Mid Atlantic Airways. Inc., US Airways Leasing and Sales. Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail

Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

² At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote. 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc. 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA A LEX ANDRIA DIVISION

In re	
	Chapter II
US Air ways Group, Inc.,	
	Case No 02
Debtoi	

CONSOLIDATED LIST OF CREDITOHS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding rhe 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon he books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Courl (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within he definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims ²

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to scioff, as appropriate.

			·		
				C U	Amount of
	Namu of Creditor and Create Many	Creditor's Phone and Fax		D	Claim
1 1.1	Name of Creditor and Complete Mailing Address P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION	Numbers	Nature of Claim	S	<u> </u>
1 1		Phone: (412) 391-2080	Unsecuted Facilities Loan	C	\$ 71.140.000
Dυ	onglas Wilson	Fax: (412) 751-9301	Loan	1	
l lor	e Oxford Centre			1	
	L Grant Street, Suite 1100			ŀ	ļ
Pin	<u>18burgh, PA</u> 15219 USA			1	
2 W1	ILMINGTON TRUST COMPANY	Phone: (302) 636-6197	Trade - Aircraft Deferre	al c	\$ 49,989,085
Rol	hert P. Huses, Jr	5	Payme nts	1	
	ancial Services Officer, Corponie Trusi	Fax: (302) 636-4140		D D	ĺ
Ros	dney Square, North			1 5	J
	10 North Market Street Intington, DE 19890 USA				
	ECTRONIC DATA SYSTEMS CORPORATION	Phone: (972) 797-4069	T (1)	 	
1 1		Hone: (972) 797.4089	Trade - Contractual	C	\$ 46,409,431
	ug Frederick	Fax: (972) 605-4555		D	!
	sident, Operation Solutions 10 Legat v Drive		ľ		
	Il Drop H3-5C-47			I	
	no. FX 75024 USA		İ		
4 ST/	ATE STREET BANK AND TRUST CO.	Phone: (617) 662-1754	Trade - Aircraft Deferred	С	\$ 36.114.451
Ε. τ.	Decker Adams	Fam. (617) 6/2 116/	Payme nis		
Vice	e President	Fax: (617) 662-1456		U	
	hal Investor Services Group			"	
	porate Trust, P.O. Box 778 ron. MA 02102 USA	1		1 1	
	IST UNION NATIONAL BANK	Phone: (704) 715-3021	<u> </u>		
		7 none: (704) 773/3021	Trade - Aircraft Deferred Payments	C	\$ 16,285,791
Robs	ert L. Bicc., li	Fax: (704) 374-6682	1 - 7, 2 3	υ	
Corr	porate Trust Department		1	D	
	South Tryon Street				
	rlote, NC 28288 USA		1		
6 GEN	NEBAL ELECTRIC CAPITAL CORP.	Phone: (203) 316-7560	Trade -Aircraft Deferred	С	\$ 12,745,060
Ron	Warnshall	Fax: (203) 961-6906	Payme nis	l l	
	Capital Aviation Services-Structured Finance	23. (293) 3111-0700	ĺ	U	
	High Ridge Road iford.CT 06927 USA				
314111	1101d. C1 (10927 USA		Į i	D	j
7 ÁTRI					1
AIR	LEASE	Phone: (415) 765-1848	Trade Return Claims	C	\$ 5,814.634
Jad N	Mansour	Fax: (415) 765-1817]	D	
				۱ ٔ	
355 (California Street	1]		
San F	Francisco, CA 94104 USA				l
8 ALL	EGHENY COUNTY AIRPORT	Phone: (412) 472-5559	Trade - A irport	N/A	\$ 4.589,836
	and Maria III		Authority		3 1,507,030
	ird Moeller Airport Blvd.	Fax: (412) 472-5725		- 1	
	'		i		
	and De 17721	1		- 1	
	OF PHILADELPHIA				
[`'''	· · · · · · · · · · · · · · · · · · ·	Phone (215) 437-5480	Trade - A irport Authority	N/A	\$ 3,167,485
	e Turner	Fax: (215) 937-5480	isamorny	ļ	ŀ
Philac	delph ia Internationa I Airport	1		- 1	}
		1 1			1
Philac	Jephia, PA 19153 USA	1			ĺ
UCITY	OF CHARLOTTE AIRPORT	Phone: (704) 359-4023	Trade -A irport	Nice	
1		· · · · · · · · · · · · · · · · · · ·	Authority	N/A	\$ 2,566,909
	Blackwell Re Josh Hirmingham Patkway	Fax: (704) 359-4950	1		1
" "	ze sasa comunikariti tsatkw3).		ĺ		1
			j]
Charlo	Ole, NC 28219 USA	ľ]	ı	J

ī	Name of Creditor and Complete Mailing Address LSG SKY CHEFS	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Aniount Claim
	Mike Mesko	Phone (817) 792-2303 Fax. (817) 792-2460	Trade -Food Service	N A	\$ 2,542
	524 E Lamar Blvd				
,	Atlingum, TX 76011 USA		1		
-		Phone: (954) 760 7777	Trade -Reium Claims	Ü	5 1.830
	Tim Bergin	Fax: (954) 760 7716		D	1
	100 Ne Third Ave Sure 800			i	
_	Fl. Landerdele, FL 33501 USA				
3	BOEING COMMERCIAL AIRPLANES	Phone: (206) 655-1131	Trade - Aircraft	N-A	5 1.297.
	Jennife: Bergsma 635 Park Ave. N.	Fax: (425) 237-3830	Paris: Maintenance	ļ.,	
	Mail Code Ms 6X Uj				
	AttnCasher Ms 6X Cf Renton, WA 98055 USA				
	AIR CARGO INCORPORATED	Phone: (410) 280-5568	Trade -Cargo Handling	<u> </u>	4 - 2/8
-	Jenny W hire	1	Trade -Cargo Handling	N/A	\$ 1,269,
- 1	IX19 Bay Ridge Ave	Fax: (410) 263-8208			
ľ					
	Annapolis, MD 21403 USA BOEING CAPITAL	Dh.,			
1		Phone (425) 393-0970	Trade - Aircraft Deferred Payments	C	\$ 1,090,0
ı	Scatt Nicholson	Fax: (425) 393-2904		Ü	
- 1	500 Naches Ave Su 3Rd Floor Me 6Y-14			Ď	
1	Renton, WA 98055 USA	Í	}	ŀ	
1	INTERBORO SCHOOL DISTRICT	Phone: (610)461-6700	Trade - A irport Authority	N/A	\$ 1,058,7
- 1	Pamela Powell	Fax: (610) 461-6700	1	ľ	
ľ	Philadelph ia International Airport Ferminal E		}	l	
	Philadephia, PA 19153 USA				
Ţ	FAIRCHILD DORNIER (NA)	Phone: (210) 804-7719	Trade - A ircrati	N/A	\$ 907.0
	Ed Methol 10823 North Fast Entrance	Fax: (2101 824-3021	Paris/Maintenance		
ľ	1002.5 Porth Past Entrance				
s	ian Antonio, TX 78216 USA				
C	HARLES E SMITH COMMERCIAL REALTY	Phone: (703)769-1254	Trade -Real Estate	N/A	\$ 893,38
1	/icki Lauren	Fax: (703)769-1190	Services]	
2	345 Crystal Drive				
L	orlington, VA 22202 USA	ì			
	AN FRANCISCO AIRPORTS COMMISSION	Phone: (650)821-2843	Trade - A irport Authority	N/A	5 841,46
١,	ess Bulugeus	Fax: (650)821-2846		- 1	. 57.170
S	an Fransisco International Airport Th Fluor Rni 644	/ (030/011-2040		-	
			1		
	an Francisco. CA 94128 USA IRPLANES GROUP			-	
		Phone: 353 61 706392	Trade - Return Claims	0	\$ 798,461
	ona Ruche viation House	Fax: 353-86-8166392		D	
	annon Co. Claire, Ireland	[1	

= 3		4 6	27	26	5	124	Γ	- ::	12]	
GOODRICH FAIRHOPE SERVICE Tanmy Simmons 1300 West Ave. Alabama Service Center Goodfuch Aerostructures Grp Foley. AL 36535 USA	Ginny Brewer Tampa International Airport 3Rd Level Tampa, FL, 13607 USA	Part Eversi One Airport Hixd One Airport Hixd Onlando, FL 32827 USA HILLSBOROUGH COUNTY AVIATION AUTHORITY	TOWERS PERRIN Mark Duncan 1500 Market Street Philadelphia, PA 191024790 USA	HIGHWOODS FORSYTH LTD FAR INERSHIP Allison Saucy JNO Knollwood Street Ste 430 Winston Salent, NC 27103 USA			L	THE ROY Francis Car Manager - 8 INS Bishops A Fit Floor London. B	Name of Creditor and Complete Mailing Address UNITED HEALTHCARE 22703 Network Place Chicago, IL 60872-1227 USA	_
Phone: (251)952-3377 Fax: (251)952-3376	Fax: (813)875-6670	Fax: (407)825-2259 Fax: (813)870-8700	Phone: (416)960-2700 Fax: (416)960-2819	Phone: (336)725-1969 Fax: (336)725-1969	Phone: (319)295-3293 Fax: (319)295-4092	Phone: (X15)394-2915 Fax: (X15)394-3558	Fax: (913)712-5867	Phone: 020 764x 38/14 Fax: 020 76/15 0106	Creditor's Phone and Fax Numbers Phone: (815)818-5013 Fax: (815)854-3350	
Trade - A ricram Parts:Maintenance		Trade - A irport Authority	Trade -O ther Professional	Trade - Aircraír Paris/Maintenance	Trade -A ireral) Paris: Maintenance	Trade - A ricraft Parts: Maintenance	Paris: M	Trade - Aircraft Deferred Payme ais	Nature of Qaim Trate - Medic & Denial	
		z z	N.A.	V/N	X.>	4		ac 0	× × × × ×	= (
\$ 404,727		\$ 548,574		\$ 575,746	S 585,646	\$ 608.441	_	\$ 753,908	Amount of Claim \$ 777.0%	

il) For the purposes of this fist, the Debiois have not analyzed whether chims on behalf of ancraft lessors or aircraft financers are secured or unsecured or. if secured, what portion, if any of the total chims an unsecured deficiency claim. Nothing hereinishal constitute any admission or any way waive or furtithe Deburs' rights, claims or defenses with respect to the classification or characterization of such claims.

I. an Authorized Signatory of US Airways Group. Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002 Signature: /s/ David N Siegel

Authorized Signatory US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

US Air ways Group, Inc.		Case No. <u>02-</u>	
		Chapter <u>II</u>	
	Debtor(s)		
	DECLARATION OF I	DIVISIONAL VENUE	
	ce, principal place of business or p akruptcy petition in the indicated ci		
ALEXANDRIA DIVISION	RICHMOND DIVISION	NORFOLK DIVISION	Newport News Divisio
Cities:	Cities:	Cities:	Cities:
7 Alexandria-510	☐ Richmond (city)-760	☐ Norfolk-710	☐ Newport News-700
3 Fairfax-600	7 Colonial Heights-570	☐ Cape Charles-535	Hampton-650
7 Falls Church-610	Emporia-595	O Chesapeake-550	Poquoson-735
Manassas-683	☐ Fredericksburg-630	Franklin-620	☐ Williamsburg-830
Manassas Park-685	3 Hoprwcll-670	Portsmouth-740	Counties:
Counties:	7 Petersburg-730	O Suffolk-800	☐ Gloucester-073
☐ Arlington-013	Counties:	Virginia Beach-810	3 James City-095
☐ Fairfax-059	7 Amelia-007	Counties:	Mathews-IIS
3 Fauquier-061	□ Brunswick-025	3 Accomack-001	3 York-199
Loudoun-107	3 Caroline-033	O Isle of Wight-093	
7 Prince Willlain-153	7 Charles City-036	3 Northampton-131	
3 Stafford-179	Chesterfield-041	Southampton-175	
	7 Dinwiddie-053		
	☐ Essex-057		
	Goochland-075		
	7 Greensville-081		
	Hanovcr-085		
	7 Henrico-087		
	King and Queen-097		
	3 King George-099		
	☐ King William-101 ☐ Lancaster-103		
	3 Lunenburg-III		
	7 Mecklenburg-117		
	☐ Middlesex-119		
	3 Nrw Kent-I27		
	O Northumberland-1 33		
	3 Notloway-135	Dare: August 11.20	102
	O Powhatan-145	Daio. Magast 11.20	
	3 Prince Edward-147		
	7 Prince George-149		
	☐ Richmond(county)-159	/s/ Lawrence E Rifken	
	-	The state of the s	
	☐ Spotsylvania-177	Signature nf Attnrnc	y or <i>tro se</i> Debtor
	☐ Surry-181		
	☐ Sussex-183 3 Westmoreland-193		
	C a caunorolang-175		
There is a bankruptcy c	ase concerning debtor's affiliate	Signature of Joint De	btor (if case is a joint

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY. Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation. DO HEREBY CERTIFY, that atrached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002. at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

1 have hereunto set my hand this 11th day of August 2002.

/s/ Jennifer C. McGarey Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP. INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board. it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and cach hereby is, authorized and directed on bchalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on bchalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and cach hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter I1 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby arc, employed and retained as fmancial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP bc. and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case:

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that PricewaterhouseCoopers LLP he, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporationas the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such furtheragreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED. that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation. each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take α cause to be taken all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confinned and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.
Allegheny Airlines. Inc.
PSA Airlines, Inc.
Piedmont Airlines, Inc.
MidAtlantic Airways, Inc.
US Airways Leasing and Sales, Inc.
Material Services Company, Inc.

ORIGINAI

O'MELVENY & MYERS LLP

LOS ANGELES
CENTURY CITY
IRVINE SPECTRUM
MENLO PARK
NEWPORT BEACH
NEW YORK

1650 Tysons Boulevard McLean, Virginia 22102 TELEPHONE 703-287-2400 FACSIMILE 703-287-2404

INTERNET unw.omm.com

SAN FRANCISCO WASHINGTON, D.C. HONG KONG LONDON SHANGHAI FOKYO

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OUR FILE NUMBER 882,605-569

Federal Communication Commission BureawOffice

WRITER'S DIRECT DIAL

703-918-2720

WRITER S E MAIL *DDRESS trosenberg@omm.com

BY HAND DELIVERY

September 11, 2002

Andrew S. Fishel, Managing Director Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554

Re: Piedmont Airlines, Inc.

Petition for Waiver and/or Deferral of Fees Associated

with Application File No. 0001024981

Dear Sir/Madam:

On behalf of Piedmont Airlines, Inc. ("Piedmont Airlines"), we hereby submit an original and four (4) copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1 102 and 1.1117(e) of the Commission's Rules. Piedmont Airlines respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

Todd D. Rosenberg

for O'Melveny & Myers LLP

Toll D. Pole

Counsel to Piedmont Airlines, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (via email)
John Chudovan, Wireless Telecommunications Bureau (via email)

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

In the Matter of

PIEDMONT AIRLINES, INC., DEBTOR-IN POSSESSION

File No. 0001024981

Petition for Waiver of §1.1 102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of \$1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). See **Exhibit 1**. The Application was necessitated by Piedmont Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

1. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.' A copy of the bankruptcy filing is attached as **Exhibit**2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 000 1024981.

TCI 469164 I 2

¹See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (I) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"). (4) Allegheny Airlines, Inc., (5) PSA Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic. UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Coun are attached to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation, et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act. Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In /he Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petitionfor Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

TCI 469164.1 3

pay a total of four-hundred dollars (\$400.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *proforma* transaction does not entail any real changes in control of the Licensee. **As** stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media*, *supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.11 17 of the Commission's Rules.

B. The Fee Deferral Is In The **Public** Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Cornmission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

* * *

TC1:469164.1

111. <u>Conclusion</u>

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1,1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

By: TAD- Porcy

Todd D. Rosenbere Richard J. Dyer

Counsel to Piedmont Airlines, Inc., Debtor-In-Possession

Dated: September I 1,2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite 1150 McLean, Virginia 22 102

Telephone: (703) 918-2720 Facsimile: (703) 918-2704

TC1:469164.1 5

EXHIBIT 1

See attached application

1864201000 File Number: at 09:52PM 09/10/2002 Submitted public burden estimate and Transfers of Control See instructions for Application for Assignments of Authorization Approved by OMB 3060 - 0800 FCC Wireless Telecommunications Bureau E09 333

Į		2b) File numbers of related pending applications currently on file with the FCC:
	File Number:	2a) It this request is for an Amendment or Withdrawal, enter the File Number of the pending application file with the FCC.
		1) Application Purpose: Assignment of Authorization

Type of Transaction

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this for which Commission approval is required? No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless incenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on form and for which Commission approval is required? Yes
6) Are attachments being filed with this application? Yes
5b) It a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
4) For assignment of authorization only. Is this a partition and/or disaggregation? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance for telecommunications licenses? No
3a) Is this a pro forma assignment of authorization or transfer of control? Yes

Transaction Information

9) The assignment of authorization or transfer of control of license is: Involuntary contracts, agreements, instruments, certified copies of Court Orders, etc. It required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any 8) How will assignment of authorization or transfer of control be accomplished? Court Order

Licensee/Assignor Information

©naguirewa_llaharam :asatbbA lisM-3 (19	moɔ.evays.com		
19) Telephone Number: (336)744-4938		S0) FAX Number: (336	1744-6321
(6) City: Winston-Salem		17) State: NC	18) Zip Code: 27105
14) P.O. Box:	1O \ bnA	15) Street Address: 56	30 University Parkway
13) Attention To: Marshall Swaringen			
12) Entity Name (if not an individual): Piedn	edmont Airlines, Inc.		
1) First Name (if individual):	:IW	Last Name:	:xijjinS
10) FCC Registration Number (FRN): 00055	002262780		·

Native Hawaiian or Other Pacific Black of Altican-American Indian or Alaska 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	Native	Asian:	American:	Islander'	White:
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino.			
Gender:	Female	Male:			

26) P O Box	And / Or	27) Street Addres	SS
28) City	-	29) State	30) Zip Code
31) Telephone Number		32) FAX Number	

34) First Name	MI	Last Name	Suffix
35) Company Name	''		
36) P O Box And / Or		37) Street Address	
38) City		39) Stale	40) Zip Code
41) Telephone Number		42) FAX Number	
43) E Mail Address		11	

	_		
48) Name of Real Party in Interest:			49) TIN:
51) P O BOX	And / Or	52) Street Address 5630 U	niversity Parkway
53) City Winston-Salem		54) State NC	55) Zip Code 27105
56) Telephone Number (336)744-4938		57) FAX Number (336)744	-6321
		•	

	_		
61) P O Box	And / Or	62) Street Address 1650 Tys	ons Blvd , Suite 1150
63) City McLean		64) State VA	65) Zip Code 22102
66)Telephone Number (703)918-2720		67) FAX Number (703)918-27	704

Alien Ownership Questions

69) is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transleree an alien or the representative of an alien?	No
71) Is the Assignee & Transleree a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	No
	ī

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73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-tourth of the capital is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit	٦٢
revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied b Commission' It 'Yes'. attach exhibit explaining circumstances	No
75) Has the Assignee or Transleree or any parly to this application, or any parly directly or indirectly controlling the Assignee or or any party to this application ever been convicted of a felony by any State or federal court? If 'Yes' attach exhibit explaining	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transleree. or any party directly or indirectly controlling the Assignee or Transferee currently a party in any matter referred to in the preceding two items? It 'Yes', attach exhibit explaining circumstances.	No

Race:	American Indian or Alaska Native'	Asian:	Black or African- American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female.	(Male			
Signature:	Jennifer C McGarey		81) Date: 09/10/02		

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control 01 the license will not be until the consent of the Federal Communications Commission has been given or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for proforma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order 13 FCC Rcd 6293 (1998)
- 2) The Assignee or Transferee waives any claim to the **use** of any particular frequency or of the electromagnetic Spectrum as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an in accordance with this application
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross ownership attribution, or spectrum cap rule."
- If the applicant has sought a waiver of any such rule in connection with this application it may make this certification subject to the outcome the waiver request.
- 4) The Assignee or Transleree agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except 10 for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transleree certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant Section 5301 of the Anti-Drug Abuse Act of 1998 21 U.S.C.§ 862 because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission. (2) is filing an updated Form 602 with this application, or (3) is not required to file Form 602 under the Commission's rules.

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	\Box
	\dashv
U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR 17. Section 312/aV1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KB40062	AL				Yes
KNEP837	AL				
KB33451	AL				
KD39027	AL				
KB94628	AL				Yes
KB94629	AL				Yes
KB94631	AL	_			
KB94632	AL				Yes

FCC Form 603 Schedule A Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for Installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes' is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
		· · · · · · · · · · · · · · · · · · ·	

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses lor which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Corporation, as set out in the applicable FCC rules.

Assignee certifies that they are eligible to obtain the licenses for which they apply

(Assignee certifies that the applicant's sole control group member is a pre-existing entity if applicable

Tage 5 or 2

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business. or as a Small Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses wor in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control must the licensee now claim a larger or higher category of eligibility than was originally

If Yes the new category of eligibility of the licensee is

Certification Statement tor Transferees

[Transferee certifies that the answers provided in Item 4 are true and correct

Attachment Type	Date Description		Contents
Other	09/10/02	Description of Transaction	0177866461256006594673200.pdf
ra		Bankruptcy Petitien	
Waiver	09/10/02	Waiver	0177866481256006594673200.pdf

EXHIBIT 1

DESCRIPTION OF TRANSACTION

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application for *pro forma* assignment of the licenses issued to Piedmont Airlines, Inc. ("Licensee") by the Federal Communications Commission ("Commission") (the "Application"). As described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission's Rules, which requires that *pro forma* applications for assignment or transfer of control be tiled when a licensee is subject to an involuntary change of ownership such as bankruptcy. As the Commission's Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application is timely filed.

US Airways Group, Inc., ("Parent") filed a petition for relief under Chapter 11 of Title 11 of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002.' With these filings, the legal status of each of Parent, Licensee, US Airways, Allegheny and PSA (collectively, the "Subsidiaries") was converted to "Debtor-in-Possession." The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations as commercial airlines.

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¹ See In re US Airways Crouo, Inc., et al., Debtors. Chapter 11 Casc No. 02-83984-9 I (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Coun. Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways. Inc. ("US Airways"), (4) Allegheny Airlines, Inc., ("Allegheny"). (5) PSA Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (81 Material Services Company, Inc. ("MSC") Nunc of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

The Applications are necessary under the Commission's Rules simply to reflect the *pro* forma change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing mid thus, it is timely filed pursuant to Section 1.948(c)(2).²

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees **required** in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application.

[&]quot;The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in this Exhibit I to the extent necessary.

, , -

Name of Debtor (if individual, enter Las US Airways Group, Inc.	t, First, Middle)		Name	of Joint Debior (Spouse) (Last, Fir.	st Middle)
All Other Names used by the Debtor in the last 6 years (include married maiden and tradenames):				AB Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):			
USAir Croup. Inc.							
See Sec Tax I D. No (if more than one 54-1194634	:. state all)			Soc S	Sec./Tax I.D. No	(if more than one.	state all):
Street Address of Debtor (No & Street, City. State & Zip Code): 2345 Cry1131Drive Arlington, VA 22227				Street Address of Joint Debtor (No & Street, City, State & Zip Code):			
County of Residence or of the Principal Place of Business Arling	ton				y of Residence or pal Place of Busi		
Mailing Address of Debter (if different f	rom street addr	ess)		Mailin	ng Address of Joir	nt Debtor (if differ	ent from street address):
Type of Debtor (Check all bows that apply)				Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)			
☑ Corporation		broker		□ Cha			<u> </u>
☐ Partnership	☐ Comm	nodity Broker		□ Cha	•	O Chapter	
Other				∐Sec	304 - Case ancil	llary to foreign pro	ceeding
Nature of Debts	`	,		173 F	orani e s	Filing Fee (Cho	ek one box)
☐ Consumer/Non-Business	⊠ Busin	ess		☐ Full Filing Fee attached ☐ Filing Fee to be paid in installments (Applicable to individuals only.)			
Chapter II Small Business	(Check all box	es that apply)		Mu	st attach signed a	ipplication for the o	court's consideration certifying that
☐ Debtor is a small business as defined in TTU.S.C § 101 ☐ Debtor is and elects to he considered a small business under TTU.S.C. § 1121(c) (Optional)			ş			to pay fee except ii Official Form No. 3	
Estimated Number of Creditors	I-15	6-49 50-99		p.199	200-999	1000-over	
Estimated Assets \$0.10	\$500.001	ST 000 001 -	E10 000 00		SER HAR SULL		
\$50,000 \$100.000 \$500,000	\$500,001 to \$1 million	\$1,000.001 to \$10 million	\$10,000,00 \$30 million		\$50,000,001 to \$100 million	More than \$100 million	
Estimated Debts 50 to \$50,001 to \$100,001 to	\$500,001 10	on 100,000.12	610.000.00		0.50 0.000		
\$50,000 \$100,000 \$500,000	\$1 million	\$10 million	\$10,000,001 \$50 million		\$50,000,001 to \$100 million	More than \$100 million	

Voluntary Petition (This page must be completed and filed	l in everv case)	lame of Debtor(s): FORM B1, Page 2 S Airways Group, Inc.					
Prior Bankruptey Case Filed Within Last 6 Years (If more than one, attachadditional sheet)							
Location Where Filed: None	Case Number:	Date Filed:					
Name of Debtor: See Annex 4	Case Number:	Date Filed					
District	Relationship	Judge	ludge				
Signature(s) of Debt I declare under penalty of perjury that I true and correct. [If peritioner is an individual whose det chosen to file under chapter 7] I am awa II, 12, or 13 of title II. United States C each such chapter, and choose to proced I request relief in accordance with the o specified in this petition. Signature of Joint Debtor Telephone Number (if not represente	bis are primarily consumer debts and hare that I may proceed under chapter 7 Code, understand the relief available used under chapter 7, chapter of title 11, United States Code	and 10Q) with the Securities and Exchange Comm 13 or 15(d) of the Securities Exchange Act of 193 under chapter 11) Exhibit A is attached and made a pan of this	petition individual amer debts) going petition, declare that 1 proceed under chapter 7, 11.				
<u></u>	<u>-</u> .	Signature of Attorney for Debtor(s)	Date				
Signature of Deblor Date		Exhibit C Does the debtor own or have possession of any pro- alleged to pose a threat of imminent and identifiab safety? Yes, and Exhibit C is attached and made a possession of any pro-	le harm to public health or				
Signature of Attorney Signature of Attorney Signature of Attorney for Debtor(s) John Wm. Butler, Jr. John K. Lyons	Signature of Attorney Signature of Attorney Signature of Attorney for Debtor(s) Lawrence E. Rifken (VSB No. 29037) Printed Name of Attorney for Debtor(s)	Signature of Non-Attorney Petiti I certify that I am a bankruptcy petition preparer as that I prepared this document for compensation, ar debtor with a copy of this document	defined in II U S C. § 110				
Printed Name of Attorney for Debtar(s) Skadden, Arps. Slate Meagher & Flom (Illinois)	McGuireWoods LLP Firm Name	Printed Name of Bankruptcy Petition Preparer					
Firm Name 133 West Wacker Drive Chicago, IL 60606 Address	1750 Tysons Boulevard, Suite 1800 McLean, NA 22102-4215 Address	Social Security Number					
312) 407-0700 Telephone Number Vogust 11, 2002	(703) 712-5000 Telephone Number August 11, 2002 Date		Address Names and Social Security numbers of all other individuals who prepared o assisted in preparing this document				
Jaie	l forporation/Partnership) te information provided in this petition of the information provided in this petition of the information of the information is true are to file this petition on behalf of the	in is If more than one person prepared this document	If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.				
States Code, specified in this petition. C /s/ David N. Siegel							
Signature of Authorized Individual <u>David N. Siegel</u> Printed Name of Authorized Individu <u>Authorized Signatory, US Airways (</u> Title of Authorized Individual <u>August 11, 2002</u> Date		Date A bankruptcy petition preparer's failure to complictle 11 and the Federal Rules of Bankruptcy Proof or imprisonment or both 11 U.S.C. § 110; 18 U.	codure may result in fines				

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed pebtions for relief under chapter 11 of the Bankruptcy Code in he United States Bankruptcy Court for the Eastern District of Virginia:

- 1. US Airways Group, Inc.
- 2. US Airways, Inc.
- 3. Allegheny Airlines, Inc.
- 4. PSA Airlines, Inc.
- 5. Piedmont Airlines, Inc.
- 6. MidAtlantic Arways, Inc.
- 7. US Arrways Leasing and Sales, Inc
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FORTHE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

In re

Chapter 11
Lis Airways Group. Inc.,

Debtor

Exhibit "A" to Voluntary Petition

- 1. The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.
- 2. The following unaudited financial data is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	\$ <u>7,807.000,000</u>
b	Total debts (including debts listed in 2.c., below)	\$ <u>7.830,000,000</u>
С	Debt securities held by more than 500 holders	0
d	Number of shares of preferred stock:	0 issued and outstanding 8,000,000 ¹ authorized
e	Number of shares common stock	68.133,000 ² issued and outstanding 150,000,000 authorized

3. Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USAI"). Allegheny Airliner. Inc., Piedmont Airlines. Inc., PSA Airlines, Inc., MidAtlantic Airways. Inc., US Airways Lensing and Sales, Inc., Material Services Company. Inc. and Airways Assumnce Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, properly and mail.

At April 30, 2002

-

Comprised of 5,000,000 sharer of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein a derived from unaudited sources. No certification as io as accuracy can be made

IN THE UNITED STATES BANKRUPTCY COURT FOR THE LASTERS DISTRICT OF VIRGINIA 4 LEXANDRIA DIVISION

Inre	
	Chapter II
US Airways Group. Inc.,	
	Case No. 02
Debtor.	

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.'

The list is prepared in accordance with Fed R Bankr. P 1007(d) for Filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S C § 101 or (2) accorded creditors, unless hie value of hie collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to scioff, as appropriate.

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		Creditor's Phone and Fax		{	Amount
_	Name of Creditor and Complete Mailing Address	Numbers	Nature of Clair.		Claini
•	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION	Phone: (412) 291-2080	Unsecured Facilities	<u>.</u>	5 71,140
	Douglas Wilson	L	Loan	`	3 /1.141
		Fax. (412) 751-9301			
	One O stord Contre		i		
	301 Gram Street Suite 1100				
	Pitisburgh, PA 15219 USA WILMINGTON TRUST COMPANY				
	I TOURS TON TRUST COMPANY	Phone: (302) 636-6197	Trade - Amerali Defer		5 49,989
	Robert P. Hines, Jr		Payme nts		
	Financial Services Officer, Corporate Trust	Fax: (302) 636-4140		L	
	Rodney Square North			D	
	1100 North Market Street Wilmington, DE 19890 USA				
	ELECTRONIC DATA SYSTEMS CORPORATION	-			
	THE PARTY STATES STATES CORPORATION	Phone: (972) 797-4069	Trade (Contractual	C.	\$ 46,909
	Doug Frederick	Fax: (972) 605-4555	1		
	President, Operation Solutions	100. (9/2) 103-4333		D	
	5400 Legacy Drive	ŀ	i		
	Mail Drop H3-5C-47 Planu, TX 75024 USA	1	[
	Planu, TX 75024 USA STATE STREET BANK AND TRUST CO.				
	THE WHOLE I HAND AND TRUST CO.	Phone: (617) 662-1754	Trade - Aircraft Deferi	С	5 36,114,
	E. Decker Adams	Fax: (617) 662-1456	Payme nis	<u>.</u>	
	Vice President	. 64. (017) 002-1430	1	D	
-	Global Investor Services Group		1	0	
	Corpotate Trust, P.O. Box 778 Boston, MA 02102 USA		1		
	FIRST UNION NATIONAL BANK				
ı	TROP BRIDS NATIONAL BANK	Phone: (704) 715-3021	Trade -Aircraft Deferr	C	5 16,285.
ŀ	Robert L. Bice , Ti	Fax: (704) 374-6682	Payme nis		
ı		14. (704) 374-8682		U D	
ľ	Corporate Trust Department	1		"	
	401 South Tryon Street Charlote, NC 28288 USA				
	GENERAL ELECTRIC CAPITAL CORP.			l l	_
ı	CONT.	Phone: (203) 316-7560	Trade -Aircraft Deferr	C.	\$ 12,795.0
	Ron Wainshal	Fax: (203) 961-6906	Payme nis	U	
19	JE Capital Aviation Services-Structured Finance	(203)	1		
	01 High Ridge Road Hamford, CT - 06427 USA		1		
ľ	Stamford, CT 06927 USA			D	
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ľ	in statismi.	Fax: (415) 765-1817		D	
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	an Francisco, CA 94104 USA	1	1		
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	oward Moetler 200 Airport Blvd,	Fax: (412) 472-5725			
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	Usburgh, PA 15234 USA		ĺ		
C	ITY OF PHILADELPHIA	Phone: (215) 437-5480	Trade - A irport	I/A	5 3,167,48
Le	ishe Turner		Authority		,,40
	illadelph ia Internationa I Airport	Fax: (215) 937-5480			
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e i	TY OF CHARLOTTE AIRPORT	Phone: (704) 359-4023	Teste		
	L No.	1	Trade - Airport Authority	/A"	2,566.90
	rrie Blackwett	Fax: (704) 359-4950			
30	D. Re Josh Birmingham Paikway				
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			Creditor's Phone and Fax	Nature of Gaim	De s	Amount of Claim	= E
Mick Make) Mic	=		Phone, (817) 792-2303	Trade Food Service	< 1	\$ 1.5	E-877+677
Design D		Mike Mesko 324 E Euman Blyd	Fax: (817) 793-2460	·			
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True better	1.2	_	Phone: (954) 760 7777	Track - Rounn Claims	-	5 1.X3	1.x,50,017
State Stat		ព្រោ B ខព្ទោន	Fax: (954) 760 7716		٥		
11 Control							
Face Color Color		_	Phone: (200) 653-1131	Trade -A ironal)	A.N	8.1.8	297.012
Valid Color May No. 19	_	Jennier Regyna	Fax: (425) 237-3830	Parts Maintenance			
A RECTOR WAY MARKED 145A 148		Ξ.					
Fax. (410) 263-8298 Fax. (410) 263-8299 Fax. (410) 263-82999	=	Region, WA 98055 USA AIR CARGO INCORPANDATED	Phone: (410) 280-5568	Trade -Carro Handlag	-+-	-	1400
BOFFICE CAPITAL Phone (423) 392-0970 Trade Averaging Period (423) 392-0970 Trade Averaging Period (423) 392-0970 Phone (423) 39		Jenny W fiite 1819 bay knage Ave	Fax: (410) 263-8208	4			
Name (425) 393-9570 Trade -Arterit Deferred							
State State State	2		Phone: (425) 393-0970	Trade - Aircedi Deferred	_	700	0 1541
State Flower Ave Section 1, 1974 1974		Scott Vicholson	Fux: (425) 393-2904	Payments			
NATERBORRO SCHOOL DISTRICT Phone (010)461-6706 Trade-Ariport Authorny		Sud Nather Ave Sw Bat From M. Av. 19			٥		
Phone (610) 401-4020 Trade - Airport Authorn only	ľ	Production WA 48055 USA					
Phone Parel	9	INTERBORO SCHOOL DISTRICT	Phone: (610)461-6700	Trade - Airpon Authorny	ı	\$ 1,058,793	8,793
FAIRCHILD DORNER (NA)		Paneta Powell Phyladelphia Interpational Airport Terminal E	Fax: (610) 461-6700				
FAURCHILD DORNIER (NA) Phone (210) 804-3719 Trade Anteralt Ed Methon East Entrance Ed Methon East Entrance San Antonion, TX 78216 USA CHARLES E SMITH COMMERCIAL REALTY Phone (703)769-1254 Trade -keal Estate San Antonion, TX 78216 USA San Antonion, VA 22202 USA San Francisco International Airport San Francisco International Airport San Francisco International Airport San Francisco (A 94128 USA San Francisco (A 94128 USA US	Ī	Philadephia, PA 19153 USA					
Ed Methor 10X23 North East Entrance	<u>-</u>	FAIRCHILD DORNIER (NA)	Phone (210) 804-7719	Trade - A treraft	V.N	2 907	907.030
San Antonio, TX 78216 USA		"Ed Methor 10823 North Fast Entrance	Fax. (210) 824-3021				
CHARLES E SMITH COMMERCIAL REALTY Phone: (703)769-1254 Trade: Real Estate Vicki Lauren Services Services 2345 Crystal Drive Arlingum, VA 22202 USA Arlingum, VA 22202 USA SAN FRANCISCO AIRTOR IS COMMISSION Phone: (650)821-2846 Jess Balageas Fax: 1650)821-2846 San Fransisco International Airport San Fransisco, (A 94128 San Fransico, (A 94128 USA Phone: 353 6f 706392 Trade - Reum Clams Final Rocke Fax: 153 86 R166392 Aviation Boase Fax: 153 86 R166392		San Antonio, TX 78216 USA					
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Fax: [650]82]-2846		SASTINATED TO STRUCK STRUCK	Magnet (050)81-1843	Frade - A irport Authority	< 2	\$ 841.	841.464
San Franssea, CA 94128 USA AIRPLANES GROUP Phone: 353 67 706392 Trade - Raum Clams Finna Rocke Fax: 353 86 8166392 Trade - Raum Clams Aviation Boase Starcock Co. Clare Fax: 353 86 8166392		Jess Ostagras San Fransisco International Airport 6Th Fluor Rin 644	Fux: (650)821-2846				
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Timmy Sinmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp Foliec Al. 16638. Tiex	Timpa, FL 33607 USA	Grany Brewer Tampa International Airport 3Rd Level	HILLSBOROUGH COUNTY AVIATION AUTHORITY	Pani Eversi One Airport Ulvd Orlando, FL 32827 USA	GREATER ORLANDO AVIATION AUTHORITY	Mark Dinean 1800 Market Street Philadephia, PA, 19102-1790 USA	TOWERS	Winston Salem, NC 27103 USA	Allison Sancy 380 Knollwood Street Sie 430		Cedar Rapids, IA 52498 USA	Grian J. Seeber 400 Collins Rd. Ne	ROCKWELL COLLINS	Sieven Gabscheid 4747 Haritson Av Rocklord, E. 61125 USA	מאימורוראי אר אף	Lord Habeger R75 W Ellick Rd Sie 106	Francis Carey Manager - Syndicated Loans Agency 135 Bish obspace 37th Floor London, EC2 M 3U R Great Britain	:	(Rory Diviy 2270) Network Place	Name of Creditor and Complete Mailing Address PONTED HEALTHCARE
Fax: (251)952-3376	D	Fax: (813)873-0670	Phone: (813)x70-x700	Fax: (407)K25-2259	Phone: (407)825-2017	Fax: (416)960-2819	Phone: (416)960-2700		Fax: (336)725-1969	Phone: (3363631-9000		Fax: (319)245-4092	Phone (314)295-3293	Fax: (815)394-3558	Phone: (K15)394-294	Phore: (913)712-0400 Fax: (913)712-3867	Fax 020 7015 0106		Fax: (XI3)854-3359	Creditor's Phone and Fax Numbers Phone. (813)818-5613
Paris/Maintenance		Table 74 The Table 113	Trade - A troort Authority		Trade - A irport Authority		Trade -Other Professional			Trade - A ircraft Puris/Mainterance		Parts/Maintenance	Trade -A irorali		Trade -A ircraft Parts: Mainten:	Trade -A recruit Parts: Maintena	Payments		Dental	Nature of Gaim
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^[1] For the purposes of this bet, the Debiors have not analyzed whether chims on behalf of ancial tessurs or arcial financials are secured or unsecured or, if secured, whether chims in the Debiors of the purpose of the total chims and unsecured deficiency claim. Nothing hereins had consumic any admission or any way waive or limit the Debiors of glus, chams or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Signature: /s/ David N. Siegel Date: August 11, 2002

Authorized Signatory US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

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	/s/ Lawrence E. Rifken	Richmond(county)-159			
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		Northumberland-133			
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		Mecklenburg-117			
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	Chapter				
	Case No. 02-			irways Group, Inc	1/00

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

l, JENNIFER C. MCGAREY, Secretary of the US Airways Group. Inc. (the "Corporation") a Delaware corporation. DO HEREBY CERTIFY, that attached hereto is a true and correct copy of [lie resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10. 2002: at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this I Ith day of August 2002.

/s/ Jennifer C. McGarey Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP. INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and arc now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors. stockholders, and other interested parties that a petition be tiled by the Corporation seeking reliefunder the provisions of chapter 11 of title 11, United States Code (the "Bankruptey");

NOW THEREFORE BE ITRESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") bc, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the €astern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and cach hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter II case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC bc, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter II case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that the law firmO'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case,

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case:

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP **be**, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further actionand to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertaking, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such furtheragreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take α cause to be taken all such furtheractions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

In the Matter of

PIEDMONT AIRLINES, INC., DEBTOR-IN POSSESSION

Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1 117 of the Commission's Rules:

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

File No.		

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of \$1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). *See* Exhibit 1. The Application was necessitated by Piedmont Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensec holds various wireless licenses used in connection with its: operations as a commercial airline

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to \$1.1 117(e) of the Commission's Rules as revised effective as of the date hercof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002. A copy of the bankruptcy filing is attached Exhibit 2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations Examples commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver

The Application was filed on September 10, 2002 and has been assigned file number

("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

TCT 4641641 2

[&]quot;See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United Stales Bankruptcy Court, Eastern District of Virginia. The entities that tiled bankruptcy documents that gave them Debtor-in-Possession status were (1)Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5)PSA Airlines, Inc. ("PSA"). (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not he required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may he "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.117(a). Accordingly, Assignce requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation, et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation & Section 9 & the Communications Act, Assessment and Collection & Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter & Daniel R. Goodmun, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 05-21 | (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

TC1:469164.1 3

pay a total of four-hundred dollars (\$400.00) for all FCC bankruptcy-related applications. This is mother financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a pro forma transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in Mobile Media, supra, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1 I17 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under \$1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules, See also, WAIT Radio v. FCC, 418 F.2d 1153 (D.C. Cir. 1969), cert. denied, 409 U.S. 1027 (1972).

* * * *

TCT:469164.1 4

111. **CONCLUSION**

For all of the foregoing reasons, Assignee respectfully requests that the Commission

grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the

Commission's Rules in connection with the Application.

Respectfully submitted,

Todd D. Rosenberg

Richard J. Dyer

Counsel to Piedmont Airlines, Inc., Debtor-In-

Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite 1 150

McLean, Virginia 22102 Telephone: (703) 918-2720

Facsimile: (703) 918-2704

5 TC1:469164.1

EXHIBIT 1

See attached application.

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

See attached bankruptcy petition.



Name of Debtor (if individual, enter Lair, First, Middle): US Airways Group, Inc.	Name of Joint Debtor (Spouse) (Last, First Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
USAir Group, Inc.	
Soc. Sec./Tax I.D. No. (if more than one, state all): 54-1194634	Soc. Sec/Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 2345 Crystal Drive Arlington, VA 22227	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business Arlington	County of Residence or of the Principal Place of Business
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above):	<u> </u>
Information Regarding the Debto Venue (Check any applicable box) ☑ Debtor has been domiciled or has had a residence, principal place of business, or this petition or for a longer part of such 180 days than in any other District. ☐ There is a bankruptcy case concerning debtors affiliate, general panner, or partr	principal assets in this District for 180 days immediately preceding the date of
Type of Debtor (Check all boxes that apply)	Chapter or Section of Bankruptcy Code Under Which
☐ Individual(s) ☐ Railroad	the Petition is Filed (Check one box)
☑ Corporation ☐ Stockbroker	☐ Chapter 7
☐ Partnership ☐ Commodity Broker ☐ Other	☐ Chapter 9 ☐ Chapter 12 ☐ See, 304 - Case ancillary to foreign proceeding
Nature of Debts (Check one box)	Filing Fee (Check one box)
☐ Consumer/Non-Business 🖾 Business	☐ Filing Fee attached☐ Filing Fee to be paid in installments (Applicable to individuals only)
Chapter I I Small Business (Check all boxes that apply) O Debtor is a small business as defined in 11 U.S.C. § 101 Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)	Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form No. 3.
Statistical/Administrative Information (Estimates only)* ☑ Debtor estimates that funds will be available for distribution to unsecured credit ☐ Debtor estimates that, after any exempt property is excluded and administrative available for distribution to unsecured creditors	
Estimated Number of Creditors 1-15 16-49 50-99 1	00-199 200-999 1000-over
Estimated Assets S0 to \$50,001 to \$100,001 to \$500,001 to \$10,000, \$500,000 to \$100,000 to \$100,000 \$500,000 \$1 million \$50 million \$50 million \$50 million \$10 m	
Estimated Debts Solio \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 to \$100,000 to \$100	

Official Form 1) (9/01)		N (D)
Voluntary Petition (This page must be completed an	d filed in every case)	Name of Debtor(s): FORM B1, Page US Airways Group, Inc.
	Prior Bankruptcy Case Filed Within La	st 6 Years (If more than one, attach additional sheet)
Location Where Filed: None	Case Number:	Date Filed:
Pending Bankr	ruptcy Case Filed by any Spouse, Partner,	or Affiliate of this Debtor (If more than one, attachadditional sheet)
Name of Debtor: See Annex A	Case Number:	Date Filed:
District:	Relationship:	Judge:
	S	is ires
I declare under penalty of perjuly true and correct. [If petitioner is an individual who chosen to file under chapter 7] I a II, 12, or 13 of title II, United Seach such chapter, and choose to	h t he chapter of tille 11, United States Code	and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) IM Exhibit A is attached and made a pan of this pention
Signature of Debtor Date		Exhibit C Does the delitor own or have possession of any properly that posesor is alleged to pose a threat of imminent and identifiable harm to public health or safety? Yes, and Exhibit C is attached and made a part of this petition.
Signature of Aftorney (st. John Wm. Butler. Jr. Signature of Aftorney for Debtor(s) John Wm. Butler, Jr. John K. Lyons Primed Name of Aftorney for Debtor(s)	Signature of Attorney /s/ Luwrence E. Rifken Signature of Attorney for Debtor(s) Lawrence E. Rifken (VSB No. 29037) Printed Name of Attorney for Debtor(s)	Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document
Skadden, Arps. Slate Meagher & Flom (Illinois)	McGuireWoods LLP	Printed Name of Bankruptcy Petition Preparer
Firm Name 333 West Worker Drive Chicago, IL 60606	1750 Tysous Boulevard, Suite 1800 McLean, VA 22102-4215 Address	Social Security Number
Address (312) 407-0700 Telephone Number	(703) 712-5000 Telephone Number August 11, 2002 Date	Address Names and Social Security numbers of all other individuals who prepared o assisted in preparing this document
I declare under penalty of perjuty true and correct, and that I have been authorized, and that I have been authorized. The debtor requests reflectin accordates Code, specified in this petit X _/s/ David N. Siegel		conforming to the appropriate official form for each person. X Signature of Bankruptey Preparer
Signature of Authorized Indivi <u>David N. Siegel</u> Printed Name of Authorized In <u>Authorized Signatory, US Air</u> Title of Authorized Individual <u>August 11, 2002</u> Date	ndividual	Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or harh - 11 U.S.C. § 110; 18 U.S.C. § 1256

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter I1 of the Bankruptcy Code in die United States Bankruptcy Court for the Eastern District of Virginia:

- I. US Airways Group, Inc.
- 2. US Airways, Inc.
- 3 Allegheny Airlines, Inc.
- 4 PSA Airlines. Inc.
- 5. Piedmont Airlines, Inc.
- 6. MidAtlantic Airways, Inc.
- 7. US Airways Leasing and Sales, Inc.
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA A LEXANDRIA DIVISION

			x	
In re:			:	
			;	Chapter 11
US Airv	ways Gro	up, Inc.,	:	
			:	Case No. 02
		Debtor.:		
		Ex	hibit "A" to Voluntary Pe	tition
1		otor's com mon stock is r otor's SEC-rile number i	_	f the Securities Exchange Act of 1934
2.				Debtor's hooks and records as of March 31 to the accuracy of this information.
	a.	Total assets		\$ <u>7,807,000,000</u>
	h	Total debts (including	debts listed in 2 c., below)	\$7.830.000.000

d Number of shares of preferred stock: 0 issued and outstanding

Dcht securities held by more than 500 holders

<u>8.000.000¹</u> authoriz**e**d

c Number of shares common **stock**: <u>68.131.000'</u> issued andoutstanding <u>150,000,000</u> authorized

3 Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("LISA I"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., MidAtlantic Airways. Inc., US Airways Leasing and Sales. Inc. Material Services Company. Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

c

Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc. 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

П
. 02-

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, not Is it binding on, the Debtors.'

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for riling in these chapter 11 cases. The list does not include (1) persons who come within he definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless he value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.²

The Debtors will file the schedules of assets and fiabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

				9.	, y	4	د.	12	-1	
Carrie Blackwell 5501 Re Josh Bronnghan Parkway	CITY OF PHILADELPHIA Leslie Turner Philadelph is International Auport Philadelphia, PA 1915) USA	Edward Moeller 1000 Airport Blvd. Pitisturgh, PA 15231 USA	Jad Mansour \$55 California Secet	GENERAL ELECTRIC CÁPITAL CORP. Rom Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stantiard, CT 06927 USA	UNION NATIO	STATE STREET HANK AND TRUST CO. E. Decker Adams Vice Presidem Global Investor Services Group Corporate Trust. Pd. Bios 778 Boston, MA 02102 USA	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President Operation Solutions 3400 Legacy Drive Mail Drop H3-3C-47 Phano, TX 75024 USA	WILMINGTON TRUST COMPANY Roben P. Hines, Jr. Financial Services Officer, Corporate Trust Rothey Square North 1100 North Market Street Withnington, DE, 19890 115A	Name of Creditor and Complete Mailing Address J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, State 1100 Pritisburgh, PA 15219 USA	
Fax: (704) 359-4023	Phone: (215) 937-5480 Fax: (215) 937-5480	Fax: (412) 472-5725	Fax: (415) 765-1817	Phone: (203) 316 7860 Fax: (203) 961-6906	Phone: (704) 715 3021 Fax: (704) 374-6682	Phone: (617) 662-1754 Fax: (617) 662-1456	Phone: (972) 797-4069 Fax: (972) 605-4555	Phone: (302) 636-6197 Fax: (302) 636-4140	Credior's Profite and Fax Numbers Phone: (412) 291-2080 Fax: (412) 251-9301	Oreditor's Phone and Fav
Trade - A irpuri Authority	Trade A irpon Authority	Authority		Trade - Aircraft Deferred Payments	Trade - Aircraft Deferred Payments	Trado - Aircrafi Deferred Payme nis	Trade Contractual	Trade - Aircraft Deferred Payme nts	Nature of Claim Unsecured Facilities Lonn	
Z.	z >		0 ,	_ D C C	U D	D (D C		c 8 5	5 = 0
3 2,566,909	i .			\$ 12,795,060	\$ 16,285,791	5 36,114,451	\$ 46,409,431		\$ 71,140,000	Amount of

Arthogom. J.X. 26011 USA Phone: (1954) 760 3772 Ito Herist Same 8800 F. Landershier, I.L. 3.301 USA Phone: (200) 655-131 BOELNG, COMMERCIAL AIRPLANES Phone: (200) 655-131 BOELNG, CAPITAL Phone: (200) 655-131 BOELNG	=	Name of Creditor and Complete Mailing Address LSG SKY CHEFS Mike Mesko 524 F Lamar Blvd	Creditor's Phone and Fax Numbers Phone: (817) 792-2303 Fax: (817) 792-2460	Nature of Claim
Itan Hergin 100 Ne Third Ave Suite 800 Ft. Linddetalle, Ft. 33301 USA BOELNG COMMERCIAL AIRPLANES Bernin, WA 9805 AIRICAGE MS 6X UJ AIRICAGE AVE BOD Sides Ave BOD Sides Ave Sw 3Rd Floor Mc 6V-14 Scott Nicholson 500 Sides Ave Sw 3Rd Floor Mc 6V-14 Ed Methot 1083 North Usas Entrance		TX 76011		
ROEING COMMERCIAL AIRPLANES Jerniker Begsma 635 Pak Ave N. BATICARE MS K U. ATHECARE OF NEORE CEAL AIRPLANES Jerniker Begsma 635 Pak Ave N. BATICARE MS K U. ATHECARE OF INCORPORATED Jenny W. Brie 1819 Bay Ridge Ave 1819	12		Phone: (954) 760 7777	
ROFLING COMMERCIAL AIRPLANES Jernifer Bagwan 635 Fask Ave N. MATICAGE VS (X U) AIRCAGE VS (X U) ARROPHAL Sout Nicholson SOU Nadres Ave Sw 3Rd Floor Mc 6Y-14 Sout Nicholson South Favorities Department Terminal F. Philadelph is International Airport Terminal F. Ed Methor 10823 North East Entrance San Annonio, TX 78216 SAN FRANCISCO AIRPORTS COMMISSION Jess Balageus San Francisco International Airport Other Pransico CA 94128 San Fransec, CA 94128 San Fransec, CA 94128 AIRPLANES GROUP Fioura Roche Alrelanes	· ·	rd Ave	Fax: (954) 760 7716	
Jerniker Begsma 635 Park Ave N. Mali Cade M 68 Cty Alla Cade M 68 Cty Alla Cade M 68 Cty Renton, WA 98055 USA Alla CARGO INCORPORATED Jenny White 1819 Bay Ridge Ave ROEING CAPITAL Scott Nicholson 500 Nathers Ave Sw 3Rd Floor Mc 691-14 Panels Powell Philodelph ta International Autport Terminal E Philodelph ta International Autport Terminal E CHARLES F SMITH COMMERCIAL REALTY Ed Methor 10823 North East Entrance San Antonio, TX 78216 USA CHARLES F SMITH COMMERCIAL REALTY Public Lauren 2345 Ctystol Drive 2345 Ctystol Drive 2345 Ctystol Drive ANN FRANCISCO ALRIVATS COMMISSION Jess Balageas Son Fransisco International Aitport 6Th Floor Ro 644 San Fransisco CA 94128 USA Alranon House Fiona Roche Aviation House	5	BOEING COMMERCIAL AIRPLANES	Phone: (206) 655-1131	
AFRICARGO INCORPORATED Jenny White IN 19 Bay Ridge Ave Annapolis, MD 21403 USA ROEING CAPITAL Scott Nicholson 500 Nathes Ave Sw 3Rd Floor Mc 6V-14 Pameli Powell Philadelph ia International Airport Terminal E Philadelph ia International Airport Terminal E Philadelph ia International Airport Terminal E TORES North East Entrance 10828 North East Entrance 530 Annonio, TX 78216 USA CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive 2345 Crystal Drive Aringam, VA 22202 USA SAN FRANCISCO AIRPORTS COMMISSION Jess Balagens Sai Francisco, CA 94128 USA AIRPLANES GROUP Fiona Roche Avanon House		=	Fix: (425) 237-3830	
ROEING CAPITAL Scott Nicholson Scott Nicholson Share And Saw Sw SRd Floor Mc 69-14 Panieli Powell Philadelph is International Airport Terminal E Fax: (6 Fax: (6 Fax: (6) Fax: (7 10823 North East Entrance San Anionio, TX 78216 USA Aringam, VA 22202 USA Aringam, VA 22202 USA San Francisco (CA 94128 San Francisc	14	RPORATED	Phone: (410) 280-5568 Fax: (410) 263-8208	
Pameli Powell Philadelph is faternational Airport Terminal E Philadelph is faternational Airport Terminal E Ed Methor 10823 North East Entrance Sat Amonio, TX 78216 USA CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Ctystal Drive 2347 Ctystal Drive 2348 Ctystal Drive 234	15		Phone: (425) 393-0970 Fax: (425) 393-2904	
Ed Methor 10823 North East Entrance San Antonio, TX 78216 USA CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive Arlingon, VA 22202 USA SAN FRANCISCO AIRPORTS COMMISSION Jess Balageus San Fransisco International Airport 6Th Floor Rm 644 San Fransisco, CA 94128 USA AIRPLANES GROUP Fiona Roche Aviation House			Fax: (610) 461-6700	
San Antonio, TX 78216 USA CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive Arlingon, VA 22202 USA Arlingon, VA 22202 USA SAN FRANCISCO AIRPORTS COMMISSION Jess Balageus San Fransisco International Airport OTh Floor Rm 644 San Fransisco, CA 94128 USA AIRPLANES GROUP Flora Roche Aviation Florise	-	C: 9)	Fax: (210) 824-3021	
Vicki Lauren 2345 Crystal Drive Arlingson, VA 22202 USA SAN FRANCISCO ALRPORTS COMMISSION Jess Balageus San Fransisco International Airport 6Th Floor Rm 644 San Fransisco. CA 94128 USA AIRPLANES GROUP Fiona Roche Aviation House	로		Phone: (703)769-1254	
Arlingen, VA 2202 USA SAN FRANCESCO AIRPORTS CÓMMISSION Jess Balagens San Fransisco International Airport 6Th Floor Rui 644 San Fransisco, CA 94128 USA AIRPLANES GROUP Fiona Roiche Aviation House			Fax: (703)769-1190	
San Fransisco. CA 94128 USA AIRPLANES GROUP Flora Roche Aviation House	- Z	O ATRIPORTS COMMISSION	Phone: (650)821-2843 Fix: (650)821-2846	
	20	28 USA	Phone: 353 61 706392	
			Fax: 353 86 8166392	

30	29	28	27	26	25	124	23	122	22	
GOODRICH FAIRHOPE SERVICE Tanning Simmons 1300 West Ave. Alabama Service Center Goodrich Acrostructures Grp Foley, Al. 36535 USA	HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewet Tamps International Airport 3Rd Level Tamps, FL 33607 USA	GREATER ORLANDO AVIATION AUTHORITY Parti Eversi One Airport Blvd Orlando, Fl. 32827 USA	TOWERS PERRIN Mark Duncan 1500 Market Street Philadephia, PA 191024790 USA		_	HAMILTON SUNDSTRAND Sirven Gabscheid 4737 Harrison Ave. Rockford, II., 61125 USA		THE ROYAL BANK OF SCOTLAND Francis Carey Manager - Syndicated Loans Agency 133 Bish opsgare 5Th Floor London. EC2M.3UR Great Britain	<u> </u>	
Phone: (251)952-3377 Fax: (251)952-3376	Phone: (813)870-8700 Fax: (813)875-6670	Phone: (407)825-2017 Fax: (407)825-2259	Phone: (416)960-2700 Fax: (416)960-2819	Phone: (336)631-9000 Fux: (336)725-1969	Phone: (319)295-3293 Fax: (319)295-4092	Phone: (815)394-2945 Fax: (815)394-3558	Phone: (913)712-0400 Fax: (913)712-5867	Phone: 020 7648 3814 Fax: 020 7615 0106	Creditor's Phone and Fax Numbers Phone: (813)818-5613 Fax: (813)854-3359	Craditor's Phone and Eav
Trade - A riceali Paris/Maintenance	Trade - A Irport Authority	Trade - A irport Autho rity	Trade -O ther Professional	Trade -A ircraft Parts/Maintenance	Trade - A recaft Paris/Maintenance	Trade - Arreraft Paris/Maintenance	Trade - A ircraft Parts/Maintenance	Trade - Aircraft Deferred Payments	Nature of Claim Trade - Medical & Dental	
× × × × × × × × × × × × × × × × × × ×	Z	N/N	N/N	N/>	N/N	×	N/>	0	S D	- C
\$ 404,727	5 502,340	\$ 548,574	\$ 567,848	S 575,746	\$ 585,646	1		\$ 753,908	Amount of Claim \$ 777,096	

^[1] For the purposes of this fist, the Debtos have not analyzed whether chims on behalf of afteruft lessors or afrenti financers are secured or unsecured or, it secured, what portion, it any, of the total chim is an unsecured defice negetiam. Northing bereins half constitute any admission or any way wake or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.